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**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
Richmond Division**

In re:

LeClairRyan, PLLC,

Debtor.

Case No.: 19-34574-KRH

Chapter 7

JOINT DESIGNATION OF THE RECORD AND STATEMENT OF ISSUES

Pursuant to Rule 8009(a)(1) of the Federal Rules of Bankruptcy Procedure, Gary D. LeClair, and those Certain Former LeClairRyan, PLLC Attorneys (collectively, “Appellants”), by and through the undersigned counsel, file this designation of the items to be included in the record on appeal and statement of the issues to be presented, and in support thereof states as follows:

I. Designation of the items to be included in the record on appeal.

1. Petition (D.E. 1);
2. List of Equity Security Holders Pursuant to Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure (D.E. 79);
3. Trustee’s Motion for an Order Approving (I) The Trustee’s Reliance on Debtor’s List of Equity Security Holders and (II) Procedures for Obtaining Copies of Filed Tax Returns and Memorandum in Support Thereof (D.E. 1086);

4. Gary D. LeClair's Objection to Trustee's Motion for an Order Approving (I) The Trustee's Reliance on Debtor's List of Equity Security Holders and (II) Procedures for Obtaining Copies of Filed Tax Returns and Memorandum in Support Thereof (D.E. 1092)

- a. Exhibit 1: Debtor's Articles of Incorporation (D.E. 1092-1);
- b. Exhibit 2: Debtor's Operating Agreement (D.E. 1092-2);
- c. Exhibit 3: CEO Gustafson's July 26, 2019 email confirming waiver of 30 day notice period under Section 2.02(h) of the Operating agreement (D.E. 1092-3);
- d. Exhibit 4: Gary D. LeClair's July 26, 2019 email resignation (D.E. 1092-4);
- e. Exhibit 5: LeClairRyan, PLLC automatic rely email (D.E. 1092-5);
- f. Exhibit 6: July 29, 2019 Resolution (D.E. 1092-6);

5. Rodney K. Adams, John T. Jessee, Paul C. Kuhnel, and Andrew K. Clark's Limited Objection to Trustee's Motion for an Order Approving (I) The Trustee's Reliance on Debtor's List of Equity Security Holders and (II) Procedures for Obtaining Copies of Filed Tax Returns and Memorandum in Support Thereof (D.E. 1093);

- a. Exhibit A: Debtor's Operating Agreement (D.E. 1093-1);
- b. Exhibit B: Affidavit of Rodney K. Adams (D.E. 1093-2);
- c. Exhibit C: Affidavit of John T. Jessee (D.E. 1093-3);
- d. Exhibit D: Affidavit of Paul C. Kuhnel (D.E. 1093-4);
- e. Exhibit E: Affidavit of Andrew K. Clark (D.E. 1093-5);

6. Former Members' Objection to Trustee's Motion for an Order Approving (I) The Trustee's Reliance on Debtor's List of Equity Security Holders and (II) Procedures for Obtaining Copies of Filed Tax Returns and Memorandum in Support Thereof (D.E. 1094);

7. Former Members' Objection to Trustee's Motion for an Order Approving (I) The Trustee's Reliance on Debtor's List of Equity Security Holders and (II) Procedures for Obtaining Copies of Filed Tax Returns and Memorandum in Support Thereof (D.E. 1095);

8. Proposed Agenda For Hearing On November 16, 2021, at 11:00 A.M. (Prevailing Eastern Time) (D.E. 1096);

9. Declaration of Lynn L. Tavenner, Trustee (D.E. 1097);

a. Exhibit A (D.E. 1098);

b. Exhibits B and C (D.E. 1099);

10. Joinder of Certain Former LeClairRyan, PLLC Attorneys To Various Objectors' Objections to Trustee's Motion For An Order Approving (I) The Trustee's Reliance On Debtor's List of Equity Security Holders And (II) Procedures For Obtaining Copies of Filed Tax Returns (D.E. 1100);

11. Proposed Agenda For Hearing On December 21, 2021, at 11:00 A.M. (Prevailing Eastern Time) (D.E. 1158);

12. Declaration Of Lynn L. Tavenner, Trustee (D.E. 1159);

13. Proposed Agenda For Hearing On January 27, 2022, at 1:00 P.M. (Prevailing Eastern Time) (D.E. 1198);

14. Motion to Amend Debtor's Equity Security Holders List Pursuant to Bankruptcy Rule 1009(a) (D.E. 1217), and the following exhibits thereto:

a. Exhibit 1: Proposed Order (D.E. 1217-1);

b. Exhibit 2: Declaration of Gary D. LeClair (D.E. 1217-2);

- c. Exhibit 3: Fourth Amended and Restated Shareholders Agreement of LeClairRyan, A Professional Corporation and Operating Agreement of LeClairRyan, PLLC, dated as of February 27, 2018 (D.E. 1217-3);
 - d. Exhibit 4: Excerpts of the Deposition of C. Erik Gustafson (D.E. 1217-4);
 - e. Exhibit 5: Email from C. Erik Gustafson dated July 26, 2019 (D.E. 1217-5);
 - f. Exhibit 6: Email from Gary D. LeClair to C. Erik Gustafson dated July 26, 2019 (D.E. 1217-6);
 - g. Exhibit 7: Email from Gary D. LeClair to C. Erik Gustafson and Lori D. Thompson dated July 31, 2019 (D.E. 1217-7);
 - h. Exhibit 8: Automatic Reply email dated August 12, 2019 (D.E. 1217-8); and
15. Proposed Hearing Agenda For Hearing On February 17, 2022, At 1:00 P.M. (Prevailing Eastern Time) (D.E. 1218)
16. Declaration of Lynn L. Tavenner, Trustee (D.E. 1219)
17. Order Approving Procedures For Obtaining Copies of Filed Tax Returns (D.E. 1224)
18. Joinder of Certain former LeClairRyan, PLLC Attorneys to Motion to Amend Debtor's Equity Security Holders List Pursuant to Bankruptcy Rule 1009(A) (D.E. 1234);
- a. Exhibit 1: Declaration of Megan S. Ben'ary (D.E. 1234-1);
 - b. Exhibit 2: Declaration of Steven W. Blaine (D.E. 1234-2);
 - c. Exhibit 3: Declaration of James E. Carroll (D.E. 1234-3);
 - d. Exhibit 4: Declaration of Brian J. Donnell and exhibit thereto (D.E. 1234-4);
 - e. Exhibit 5: Declaration of Robert P. Fletcher and exhibit thereto (D.E. 1234-5);

- f. Exhibit 6: Declaration of Robert G. Harrison (D.E. 1234-6);
 - g. Exhibit 7: Declaration of Charles H. Horn and exhibits thereto (D.E. 1234-7);
 - h. Exhibit 8: Declaration of Ray W. King (D.E. 1234-8);
 - i. Exhibit 9: Declaration of David M. Lay and exhibit thereto (D.E. 1234-9);
 - j. Exhibit 10: Declaration of Ilan Markus and exhibit thereto (D.E. 1234-10);
 - k. Exhibit 11: Declaration of Christopher L. Perkins (D.E. 1234-11);
 - l. Exhibit 12: Declaration of David W. Phillips, Esq. (D.E. 1234-12);
 - m. Exhibit 13: Declaration of Christopher L. Pizzo (D.E. 1234-13);
 - n. Exhibit 14: Declaration of Thomas C. Regan and exhibit thereto (D.E. 1234-14);
 - o. Exhibit 15: Declaration of Petert J. Van Zandt (D.E. 1234-15);
 - p. Exhibit 16: Declaration of Robert A. Wayne and exhibit thereto (D.E. 1234-16);
 - q. Exhibit 17: Declaration of Andrew W. White and exhibit thereto (D.E. 1234-17);
 - r. Exhibit 18: Declaration of Diane Westwood Wilson and exhibit thereto (D.E. 1234-18);
 - s. Exhibit 19: Declaration of Robert Wonneberger (D.E. 1234-19);
 - t. Exhibit 20: Declaration of Karen E. Yates (D.E. 1234-20);
19. Rodney K. Adams, John T. Jessee, Paul C. Kuhnel, and Andrew K. Clark's Joinder to Gary D. LeClair's Motion to Amend Debtor's Equity Security Holders List Pursuant to Bankruptcy Rule 1009(A) (D.E. 1237);
- a. Exhibit A: Declaration of Rodney K. Adams (D.E. 1237-1);
 - b. Exhibit B: Declaration of John T. Jessee (D.E. 1237-2);
 - c. Exhibit C: Declaration of Paul C. Kuhnel (D.E. 1237-3);

- d. Exhibit D: Declaration of Andrew K. Clark (D.E. 1237-4);
- 20. Notice of Motion And Hearing (D.E. 1239);
- 21. Notice of Hearing (D.E. 1240);
- 22. Declaration of Joseph F. Lagrotteria (D.E. 1247);
- 23. Trustee's Response to Gary D. LeClair's Motion to Amend Debtor's Equity Security Holders List Pursuant to Bankruptcy Rule 1009(a) (D.E. 1255);
- 24. Trustee's Response to Joinder of Certain former LeClairRyan, PLLC Attorneys to Motion to Amend Debtor's Equity Security Holders List Pursuant to Bankruptcy Rule 1009(A) (D.E. 1256)
- 25. Trustee's Response to Rodney K. Adams, John T. Jessee, Paul C. Kuhnel, and Andrew K. Clark's Joinder to Gary D. LeClair's Motion to Amend Debtor's Equity Security Holders List Pursuant to Bankruptcy Rule 1009(A) (D.E. 1257);
- 26. Exhibits to Trustee's Responses (D.E. 1258);
- 27. Joinder of Two Additional former LeClairRyan, PLLC Attorneys to Motion to Amend Debtor's Equity Security Holders List Pursuant to Bankruptcy Rule 1009(A) (D.E. 1260);
 - a. Exhibit A: Declaration of Robin Teskin (D.E. 1260-1);
 - b. Exhibit B: Declaration of Gretchen Jackson (D.E. 1260-2);
- 28. Declaration of Thomas M. Wolf (D.E. 1261);
- 29. Trustee's Response to Motion for Joinder of Two Additional Former LeClairRyan PLLC Attorneys (D.E. 1264);
- 30. LeClair's Reply in Support of Motion to Amend Debtor's Equity Security Holders List Pursuant to Bankruptcy Rule 1009(a) (D.E. 1266);

31. Proposed Hearing Agenda (D.E. 1268);
32. Declaration of Lynn L. Tavenner, Trustee (D.E. 1269);
33. Declaration of William Michael Holm (D.E. 1270);
34. Transcript of hearing held on March 29, 2022 (D.E. 1279);
35. Memorandum Order (D.E. 1301);
36. Order Denying Motion to Amend (D.E. 1302);
37. Order Approving the Trustee's Reliance on Debtor's List of Equity Security Holders (D.E. 1311);
38. Corrected Order Approving the Trustee's Reliance on Debtor's List of Equity Security Holders (D.E. 1312); and
39. Any order that may be issued by the Bankruptcy Court relating to Gary D. LeClair's Motion to Amend (D.E. 1217) and/or the Joinder of Certain former LeClairRyan, PLLC Attorneys to Motion to Amend Debtor's Equity Security Holders List Pursuant to Bankruptcy Rule 1009(A) (D.E. 1234).

II. Statement of the issues to be presented.

1. Whether the Bankruptcy Court erred by denying LeClair's Motion to Amend (D.E. 1217) and the Joinder of Certain former LeClairRyan, PLLC Attorneys to Motion to Amend Debtor's Equity Security Holders List Pursuant to Bankruptcy Rule 1009(A) (D.E. 1234).
 - a. Whether the Bankruptcy Court erred in finding that the dissolution date occurred on July 29, 2019.

- b. Whether the Bankruptcy Court erred as a matter of law in construing the Debtor's Operating Agreement, including Section 5.03, as prohibiting member withdrawal after July 29, 2019.
 - c. Whether the Bankruptcy Court committed clear error by making a finding of fact that LeClair gave "implied consent" to the Debtor's July 29, 2019 resolution.
 - d. Whether the Bankruptcy Court erred by holding that LeClair's July 26, 2019 resignation satisfied the "written consent" requirement in the Preferred Share Protection Provision (Section 9.08(i)(i)) of the Debtor's Operating Agreement.
 - e. Whether the Bankruptcy Court erred by holding LeClair ratified a vote to dissolve LeClairRyan, PLLC and/or its dissolution.
2. Whether the Bankruptcy Court erred as a matter of law insofar as it granted the Trustee's Motion for an Order Approving the Trustee's Reliance on Debtor's List of Equity Security Holders (D.E. 1086).

Respectfully submitted this 5th day of May, 2022.

GARY D. LECLAIR

/s/ Andrew M. Bowman

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CERTIFICATE OF SERVICE

I hereby certify that on this 5th day of May, 2022, I electronically filed the foregoing with the Clerk using the CM/ECF system which will send notification of such filing to all counsel of record.

/s/ Andrew M. Bowman